

Membership meeting minutes:
May 22, 2011

The meeting was convened at 11:30 AM.

Present: 28 voting members and approximately 10 other community members.

Reading of Minutes:

The minutes from the October 24, 2010 Membership meeting were read, corrected, and accepted as corrected.

The reading of Board meeting minutes was waived as they will appear on the GoldensBridge.org website, and in Road 4.

Nominating Committee:

- Mike Brown volunteered to chair the Nominating Committee.
- Dan Fast, Paul Stewart-Stand, Faye Lieman, and Richard Tauber volunteered to serve on the committee.

Proposed Changes to the Constitution and By Laws:

Dan Fast, Secretary, read the proposed changes:

The GBCA Board of Directors is proposing to amend the Constitution and By Laws as follows:

- 1- Article II, Section 3 of the Constitution shall be changed to read: "A "Member" is an individual who is the owner of record, or shares in the record ownership of property within the "Colony", and in the case of joint or multiple ownership is the designee of the majority of the owners. The owner of record, or a majority of the owners of record, may designate as the "Member" a spouse, domestic partner, or adult family member."

Article II, Section 3 of the Constitution presently reads: "A "Member" is an individual who is an owner of record, or shares in the record ownership of property within the "Colony", and in the case of joint or multiple ownership is the designee of the majority of the owners."

This definition of "Member" has not been adhered to for at least the last thirty years. The definition of "Member" has been extended by custom to include any family member residing with the actual "Owner". This presents the problem of persons serving on the Board who are not, according to the Constitution, "Members" of the "Colony". The Board wishes to change the Constitution to reflect established practice, and remove any possibility of a legal challenge.

- 2- Article IX, Section 5 of the Constitution shall be changed to read: "Expenditures of over \$500 will require the approval of the membership. The "Board" may authorize

expenditures of up to \$500, or in the case of the Water System up to \$3000, toward any single unforeseen non-budgeted item. Any emergency expenditure above those amounts would require approval of the majority of the Officers of the Board. These expenditures must be reported at the next general membership meeting.”

Article IX, Section 5 of the Constitution presently reads: “Expenditures of over \$500 will require approval of the membership. The “Board” may authorize expenditures of up to \$500 toward any single unforeseen non-budgeted item. An emergency expenditure above that amount would require approval of two-thirds (2/3) of the Board. These expenditures must be reported at the next general membership meeting”.

This change is recommended to bring the Constitution into established procedure dealing with the water system. The cost to repair a major leak in our aging water system often runs close to \$3000, and is often undertaken immediately, on an emergency basis by the Water Operator. It should be noted that the Water Operator is constrained by law to repair major leaks as close to immediately as possible. The procedure that has been followed is: the Water Operator repairs the leak and reports on the expenditure at the next regular Board meeting. In the case of the loss of a well pump, at approximately \$6500, the Water Operator lets the Executive Committee know the situation, and then proceeds with the repair. All emergency repairs have always been reported on to the membership at the next regular membership meeting.

- 3- Article V, Section 1 of the By Laws shall be changed to read: “A member of the Board of Directors who provides goods or professional services to the Association for a fee or other compensation shall submit a disclosure statement to the Board. No Director shall vote on any matter in which they have such an interest. The interested Director may participate in any discussions regarding his or her exclusion.”

Article V, Section 1 of the By Laws presently reads: “No official of the Association or Member of the Board of Directors can be employed by the Association.”

This has not been rigorously adhered to in the past, and at the present time the Board has a member who at times does work for the community for compensation. When this occurs this person bills the community at a reduced rate, often saving the Colony a good deal of money. It should be noted that this person also does a very large amount of work for the community on a volunteer basis. Once again, the Board wishes to bring the governing documents into line with established practice. The Board feels that the disclosure and voting exclusion requirements provide adequate safeguards for the Community.

Discussion ensued on the proposed changes.

- 1- The first two proposed changes garnered minimal discussion, with the consensus being to accept them as written.
- 2- The third proposed change engendered considerable discussion, during which the following points were made:

- Paul Stewart-Stand stated that the Ad Hoc Committee had been unable to reach a consensus on this item, and Mera Eisen agreed.
- Martha Levites stated that "disclosure" must include what work is to be done and the price of that work.
- Marty Adelman stated that other bids on the work must not come through the Board member who is also bidding on the work.
- Jeremy Metz revised item 3 to read as follows:
Article V, Section 1 of the By Laws shall be changed to read: "A member of the Board of Directors who may provide goods or professional services to the Association for a fee or other compensation shall not vote on any matter in which they have an interest. The interested Director may participate in any discussions on these matters."

It was the consensus of the Membership to accept this proposed change, as revised by Jeremy.

These changes to the Constitution and By Laws will be voted on at the next regular Membership meeting, which will take place on July 31, 2011 at the Barn.

Social Committee report, given by Pearl Klainberg:

The season's schedule is as follows:

- No Choral Director has been found yet for the Chorus, though we do have a pianist.
- 7/2: Season opens with Barbecue at the Beach.
- 7/8: Folk Dancing starts (Jim Gold: 7/8, 7/15, 7/22, 7/29, 8/19, 8/26, 9/2; The Beers: 8/5, 8/12)
- 7/9: Walkabout Clearwater Singers at the Beach.
- 7/16: Camp Night, details to be announced.
- 7/23: The Tap Messengers & Theo Hill Quartet (Jazz) at the Barn
- 7/30: Trio Con Brio (Classical) at the Barn.
- 8/6: Volleyball Tournament and Barbecue at the Beach.
- 8/13: Upsouth Twisters (Zydeco) at the Barn.
- 8/20: Scholarship Fundraiser, details to be announced.
- 8/27: No event.
- 9/3: The Banquet at the Barn.
- Tuesday nights, beginning 7/5, ending 8/30: Children's Movies at the Barn, to be announced.
- 7/13: "My Name is Kahn" movie at the Barn.
- 8/3: "City Island" movie at the Barn.
- 8/11: Book Club: "The Help" at the Barn.
- Tuesdays, 7/11 and 8/15: Chess Club at the Barn.

Finance Report, given by Martha Levites, Treasurer:

Checking:

M&T Camp	\$ 119,748
M&T Checking	\$ 53,203
Total Checking:	\$ 172,980

Savings:	Regular Savings	\$ 60,066
	Capitol Improvement	\$ 25,511
	Water Money Market @ M&T	\$ 34,596
	Total Savings:	\$ 120,173
Total Assets:		\$ 293,124

Camp Committee Report, given by Paul Stewart-Stand:

- Session 1 is full; Session 2 has a few spots available.
- We have approximately three times as many children from outside the Colony as from within the Colony, producing an excellent financial situation.

Roads, reported on by Mark Schmid:

- Work on bad spots is ongoing, and grading will be done in the near future.
- NYSEG will be taking down trees that threaten the power lines in the Colony.
- The Road committee is getting bids for the removal of trees that they have marked.
- A discussion of problem areas ensued.
- The Beach committee wants the roads graded away from the Lake at the entry to the Beach, and at the intersection of Hall Avenue and Main Street.
- Ron Arnstein suggested that the Road committee set up a meeting with Mr. Ripperger to address the above problems.

Good & Welfare:

- Eric Stand claimed that there were inaccuracies in the Road 4 article about the Lake. Ron Arnstein told Eric to send the corrections to Gerry Sircus, and Gerry will put them into the next issue of Road 4.
- A discussion of suction dredging around the swimming area ensued. It was pointed out that this was not done this year due to a lack of funds for an un-budgeted item. Eric will present the plan at the July Membership meeting for next year's budget consideration.

Meeting adjourned at 1:20 PM